

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Alexandria Division

RICARDO R. GARCIA, <i>et al.</i> ,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	Civil Action No. 1:19cv331-LO-MSN
	)	
VOLKSWAGEN GROUP OF AMERICA,	)	
INC., <i>et al.</i> ,	)	
	)	
Defendants.	)	
	)	

**VOLKSWAGEN AKTIENGESELLSCHAFT’S  
ANSWER TO THE SECOND AMENDED COMPLAINT**

Defendant Volkswagen Aktiengesellschaft (“VW AG”), by and through its undersigned counsel, hereby answers plaintiffs’ second amended complaint dated March 27, 2020 (the “Complaint”) as follows.<sup>1</sup>

VW AG provides this Answer based on a reasonable inquiry and its knowledge to date. Investigations into the matters that are the subject of the Complaint are ongoing. Accordingly, VW AG reserves the right to amend, supplement, revise, clarify or correct the responses set forth below after those investigations have concluded. Moreover, consistent with the subject of this litigation, VW AG is limiting its responses herein to U.S. market vehicles.

VW AG denies that the table of contents, headings and sub-headings of the Complaint constitute allegations requiring a response. To the extent that any response is required to the table of contents, headings and sub-headings of the Complaint, VW AG denies any

---

<sup>1</sup> VW AG is not answering or responding on behalf of defendant Volkswagen Group of America, Inc. (“VWGoA”).

allegations purportedly set forth therein. VW AG further denies each and every other allegation or purported allegation of the Complaint except as specifically addressed and admitted herein.

VW AG further denies that Plaintiffs are entitled to the relief sought in the Complaint, or to any other relief from VW AG.

In response to the first unnumbered paragraph of the Complaint, VW AG admits that Plaintiffs Ricardo R. Garcia, Duane K. Glover, Paul E. Jacobson, Gaetano Calise, Mykhaylo Holovatyuk, Brian Garcia, Paul Thomson, and David Hartman (collectively, “Plaintiffs”) purport to bring this action on behalf of themselves and a putative class, but denies that the allegations have merit and denies that this action may be maintained as a class action.

1. In response to paragraph 1, VW AG denies the allegations of paragraph 1.

2. In response to paragraph 2, VW AG denies the allegations of paragraph 2 as to itself, and refers to paragraph 2 of VWGoA’s Answer to the Second Amended Complaint, dated April 24, 2020 (Doc. 105) (the “VWGoA Answer”), as to VWGoA.

3. In response to paragraph 3, VW AG denies the allegations of paragraph 3 as to itself, and refers to paragraph 3 of the VWGoA Answer as to VWGoA.

4. In response to paragraph 4, VW AG denies the allegations of paragraph 4 as to itself, and refers to paragraph 4 of the VWGoA Answer as to VWGoA.

5. In response to paragraph 5, VW AG denies the allegations of paragraph 5.

6. In response to paragraph 6, VW AG states that the first four sentences of paragraph 6 consist of explanatory statements and characterizations by Plaintiffs to which no response is required; to the extent that any response is required, VW AG denies. In response to the remaining allegations of paragraph 6, VW AG denies the allegations as to itself, and refers to paragraph 6 of the VWGoA Answer as to VWGoA.

7. In response to paragraph 7, VW AG denies the allegations of paragraph 7.

8. In response to paragraph 8, VW AG states that paragraph 8 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies the allegations of paragraph 8.

9. In response to the first sentence of paragraph 9, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of Plaintiffs' allegation that Plaintiff R. Garcia is a resident of the State of Washington; denies that Auburn Volkswagen is an agent of VWGoA or VW AG; and otherwise denies the allegations as to itself, and refers to paragraph 9 of the VWGoA Answer as to VWGoA. In response to the second sentence of paragraph 9, VW AG states that it contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 9 of the VWGoA Answer, and otherwise denies the allegations of the second sentence of paragraph 9. In response to the third sentence of paragraph 9, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of the allegations, and therefore denies. In response to the remainder of paragraph 9, VW AG denies, except states that it is without knowledge or information sufficient to form a belief as to the truth of the allegation in the last sentence of paragraph 9.

10. In response to the first sentence of paragraph 10, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of Plaintiffs' allegation that Plaintiff Glover is a resident of the State of New Jersey; denies that the VIN number of Plaintiff Glover's vehicle is accurate; denies that Princeton Audi is an agent of VWGoA or VW AG; and otherwise denies the allegations as to itself, and refers to paragraph 10 of the VWGoA Answer as to VWGoA. In response to the second sentence of paragraph 10, VW AG states that it contains

no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 10 of the VWGoA Answer, and otherwise denies the allegations of the second sentence of paragraph 10. In response to the third sentence of paragraph 10, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of the allegations, and therefore denies. In response to the remainder of paragraph 10, VW AG denies, except states that it is without knowledge or information sufficient to form a belief as to the truth of the allegation in the last sentence of paragraph 10.

11. In response to the first sentence of paragraph 11, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of Plaintiffs' allegations that Plaintiff Jacobson is a resident of the State of Colorado and that he purchased the vehicle from Dublin Volkswagen; denies that Dublin Volkswagen is an agent of VWGoA or VW AG; and otherwise denies the allegations as to itself, and refers to paragraph 11 of the VWGoA Answer as to VWGoA. In response to the second sentence of paragraph 11, VW AG states that it contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 11 of the VWGoA Answer, and otherwise denies the allegations of the second sentence of paragraph 11. In response to the third sentence of paragraph 11, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of the allegations, and therefore denies. In response to the remainder of paragraph 11, VW AG denies, except states that it is without knowledge or information sufficient to form a belief as to the truth of the allegation in the last sentence of paragraph 11.

12. In response to the first sentence of paragraph 12, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of the allegations. In response to the second sentence and third sentence of paragraph 12, VW AG states that they contain no

allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 12 of the VWGoA Answer, and otherwise denies the allegations of the second and third sentences of paragraph 12. In response to the fourth sentence of paragraph 12, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of the allegations. In response to the remainder of paragraph 12, VW AG denies, except states that it is without knowledge or information sufficient to form a belief as to the truth of the allegation in the last sentence of paragraph 12.

13. In response to the first sentence of paragraph 13, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of Plaintiffs' allegation that Plaintiff Holovatyuk is a resident of the State of Florida; denies that Volkswagen of Orange Park is an agent of VWGoA or VW AG; and otherwise denies the allegations as to itself, and refers to paragraph 13 of the VWGoA Answer as to VWGoA. In response to the first part of the second sentence of paragraph 13, VW AG states that it contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 13 of the VWGoA Answer, and otherwise denies the allegations of the first part of the second sentence of paragraph 13. In response to the remainder of paragraph 13, VW AG denies, except states that it is without knowledge or information sufficient to form a belief as to the truth of the allegation in the last sentence of paragraph 13.

14. In response to the first sentence of paragraph 14, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of Plaintiffs' allegation that Plaintiff B. Garcia is a resident of the State of Florida; denies that Gunther Motor Company is an agent of VWGoA or VW AG; and otherwise denies the allegations as to itself, and refers to paragraph 14 of the VWGoA Answer as to VWGoA. In response to the second sentence of

paragraph 14, VW AG states that it contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 14 of the VWGoA Answer, and otherwise denies the allegations of the second sentence of paragraph 14. In response to the remaining allegations of paragraph 14, VW AG denies, except states that it is without knowledge or information sufficient to form a belief as to the truth of the allegation in the last sentence of paragraph 14.

15. In response to the first sentence of paragraph 15, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of Plaintiffs' allegation that Plaintiff Thomson is a resident of the State of California; denies that the purchase date is accurate; denies that Pasadena Volkswagen is an agent of VWGoA or VW AG; and otherwise denies the allegations as to itself, and refers to paragraph 15 of the VWGoA Answer as to VWGoA. In response to the second sentence of paragraph 15, VW AG states that it contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 15 of the VWGoA Answer, and otherwise denies the allegations of the second sentence of paragraph 15. In response to the remainder of paragraph 15, VW AG denies, except states that it is without knowledge or information sufficient to form a belief as to the truth of the allegation in the last sentence of paragraph 15.

16. In response to the first sentence of paragraph 16, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of Plaintiffs' allegation that Plaintiff Hartman is a resident of the State of California; denies that Netfin Volkswagen is an agent of VWGoA or VW AG; denies that the vehicle was sold as certified pre-owned ("CPO"); and otherwise denies the allegations as to itself, and refers to paragraph 16 of the VWGoA Answer as to VWGoA. In response to the second sentence of paragraph 16, VW AG states that it contains

no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 16 of the VWGoA Answer, and otherwise denies the allegations of the second sentence of paragraph 16. In response to the remainder of paragraph 16, VW AG denies, except states that it is without knowledge or information sufficient to form a belief as to the truth of the allegation in the last sentence of paragraph 16.

17. In response to paragraph 17, VW AG admits the allegations of paragraph 17.

18. In response to paragraph 18, VW AG admits the allegations of the first, second and third sentences of paragraph 18. The fourth sentence of paragraph 18 contains a legal conclusion to which no response is required. To the extent that any response is required to the fourth sentence of paragraph 18, VW AG refers to the Hague Convention for a complete and accurate statement of its contents, and otherwise denies the allegations.

19. In response to paragraph 19, VW AG denies the factual allegations, and states that the remainder of paragraph 19 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies.

20. In response to paragraph 20, VW AG states that paragraph 20 contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 20 of the VWGoA Answer, and otherwise denies the allegations of paragraph 20.

21. In response to paragraph 21, VW AG denies the allegations of paragraph 21.

22. In response to paragraph 22, VW AG states that it contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 22 of the VWGoA Answer, and otherwise denies the allegations of paragraph 22.

23. In response to paragraph 23, VW AG states that paragraph 23 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 23.

24. In response to paragraph 24, VW AG states that paragraph 24 contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 24 of the VWGoA Answer, and otherwise denies the allegations of paragraph 24.

25. In response to paragraph 25, VW AG states that paragraph 25 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 25, except admits that certain Volkswagen-brand vehicles were manufactured by VW AG and subsequently shipped to the United States.

26. In response to paragraph 26, VW AG denies the allegations of paragraph 26, except admits that Volkswagen-brand vehicles were manufactured in Germany, Mexico or Chattanooga, and that VWGoA marketed certain Volkswagen-brand vehicles in the United States.

27. In response to paragraph 27, VW AG denies the allegations of paragraph 27, except admits that VWGoA filed a Part 573 Safety Recall Report with NHTSA, and refers to that Report for a complete and accurate statement of its contents.

28. In response to paragraph 28, VW AG denies the factual allegations, and states that the remainder of paragraph 28 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies.

29. In response to paragraph 29, VW AG states that the first sentence of paragraph 29 consists of a legal conclusion to which no response is required. To the extent that any response is required, VW AG denies the allegations of the first sentence of paragraph 29, except admits that

venue is proper in this District. VW AG denies the remaining allegations of paragraph 29, except admits that VWGoA is headquartered in Herndon, Virginia.

30. In response to paragraph 30, VW AG states that paragraph 30 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the cited statutes and regulations for a complete and accurate statement of their contents.

31. In response to paragraph 31, VW AG states that paragraph 31 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the cited regulations for a complete and accurate statement of their contents.

32. In response to paragraph 32, VW AG states that paragraph 32 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the cited regulations for a complete and accurate statement of their contents.

33. In response to paragraph 33, VW AG admits that certain Volkswagen-brand vehicles were produced in a manufacturing facility located in Chattanooga, Tennessee. VW AG states that the remainder of paragraph 33 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 33.

34. In response to paragraph 34, VW AG states that paragraph 34 consists of explanatory statements and characterizations by Plaintiffs to which no response is required. To the extent that any response is required, VW AG admits that the automobile product development process includes building early models for evaluation in multiple stages, which can include concept cars, prototypes, and later vehicles manufactured close to the “start of production” (“SOP”); admits that such early models may be referred to as “pre-series” or “pre-production” vehicles; and otherwise denies the allegations of paragraph 34.

35. In response to paragraph 35, VW AG states that paragraph 35 consists of explanatory statements and characterizations by Plaintiffs to which no response is required. To the extent that any response is required, VW AG admits that vehicles built during the development stages prior to SOP may be referred to as “pre-series” or “pre-production” vehicles; admits that some vehicles produced immediately before the start of series production were referred to as “zero-series” vehicles; and otherwise denies the allegations of paragraph 35.

36. In response to paragraph 36, VW AG states that paragraph 36 consists of explanatory statements and characterizations by Plaintiffs to which no response is required. To the extent that any response is required, VW AG admits that pre-production cars may be very similar or the same as series vehicles, and otherwise denies the allegations of paragraph 36.

37. In response to paragraph 37, VW AG denies the allegations of paragraph 37 as to itself, and refers to paragraph 37 of the VWGoA Answer as to VWGoA.

38. In response to paragraph 38, VW AG denies the allegations of paragraph 38.

39. In response to paragraph 39, VW AG denies the allegations of paragraph 39.

40. In response to paragraph 40, VW AG denies the allegations of paragraph 40.

41. In response to paragraph 41, VW AG admits that it expends certain resources to promote its vehicles, and otherwise denies the allegations of paragraph 41 as to itself and refers to paragraph 41 of the VWGoA Answer as to VWGoA.

42. In response to paragraph 42, VW AG admits that it is involved in some car shows, and otherwise denies the allegations of paragraph 42 as to itself and refers to paragraph 42 of the VWGoA Answer as to VWGoA.

43. In response to paragraph 43, VW AG admits that it is involved in some car shows, and otherwise denies the allegations of paragraph 43 as to itself and refers to paragraph 43 of the VWGoA Answer as to VWGoA.

44. In response to paragraph 44, VW AG denies the allegations of paragraph 44 as to itself, and refers to paragraph 44 of the VWGoA Answer as to VWGoA.

45. In response to paragraph 45, VW AG refers to the Digital Trends article referenced in paragraph 45 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 45.

46. In response to paragraph 46, VW AG states that the first three sentences consist of explanatory statements and characterizations by Plaintiffs to which no response is required. To the extent that any response is required to the first three sentences of paragraph 46, VW AG denies. In response to the fourth and fifth sentences of paragraph 46, VW AG denies.

47. In response to paragraph 47, VW AG denies the allegations of paragraph 47 as to itself, and refers to paragraph 47 of the VWGoA Answer as to VWGoA.

48. In response to paragraph 48, VW AG denies the allegations of paragraph 48 as to itself, and refers to paragraph 48 of the VWGoA Answer as to VWGoA.

49. In response to paragraph 49, VW AG denies the allegations of paragraph 49 as to itself, and refers to paragraph 49 of the VWGoA Answer as to VWGoA.

50. In response to paragraph 50, VW AG denies the allegations of paragraph 50 as to itself, and refers to paragraph 50 of the VWGoA Answer as to VWGoA.

51. In response to paragraph 51, VW AG denies the allegations of paragraph 51.

52. In response to paragraph 52, VW AG denies the allegations of paragraph 52.

53. In response to paragraph 53, VW AG states that the first sentence consists of legal conclusions to which no response is required. In response to the second and third sentences of paragraph 53, VW AG denies.

54. In response to paragraph 54, VW AG denies the allegations of paragraph 54.

55. In response to paragraph 55, VW AG denies the allegations of paragraph 55.

56. In response to paragraph 56, VW AG denies the allegations of paragraph 56.

57. In response to paragraph 57, VW AG states that the first, second and third sentences of paragraph 57 consist of explanatory statements and characterizations by Plaintiffs to which no response is required. To the extent that any response is required, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of the allegations therein, and therefore denies. In response to the fourth sentence of paragraph 57, VW AG denies.

58. In response to the first sentence of paragraph 58, VW AG denies, except refers to the Carfax report for a complete and accurate statement of its contents. In response to the second sentence of paragraph 58, VW AG states that it contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 58 of the VWGoA Answer, and otherwise denies the allegations of the second sentence of paragraph 58. In response to the third sentence of paragraph 58, VW AG denies.

59. In response to paragraph 59, VW AG denies the allegations of paragraph 59.

60. In response to paragraph 60, VW AG refers to the service records for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 60.

61. In response to the first sentence of paragraph 61, VW AG refers to the Carfax report for a complete and accurate statement of its contents, and otherwise denies. In response to the second sentence of paragraph 61, VW AG states that the second sentence of paragraph 61 contains

no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 61 of the VWGoA Answer, and otherwise denies the allegations of the second sentence of paragraph 61. In response to the third sentence of paragraph 61, VW AG denies.

62. In response to paragraph 62, VW AG denies the allegations of paragraph 62.

63. In response to paragraph 63, VW AG admits that residual value can be defined as the estimated value of an asset at the end of a fixed term or period of usage, and otherwise denies the allegations of paragraph 63.

64. In response to paragraph 64, VW AG denies the allegations of paragraph 64 as to itself, and refers to paragraph 64 of the VWGoA Answer as to VWGoA.

65. In response to paragraph 65, VW AG states that the first sentence of paragraph 65 consists of explanatory statements and characterizations by Plaintiffs to which no response is required. To the extent that any response is required, VW AG denies the allegations of the first sentence of paragraph 65 as to itself, and refers to paragraph 65 of the VWGoA Answer as to VWGoA. In response to the remaining allegations of paragraph 65, VW AG denies as to itself, and refers to paragraph 65 of the VWGoA Answer as to VWGoA.

66. In response to paragraph 66, VW AG denies the allegations of paragraph 66 as to itself, and refers to paragraph 66 of the VWGoA Answer as to VWGoA.

67. In response to paragraph 67, VW AG denies the allegations of paragraph 67 as to itself, and refers to paragraph 67 of the VWGoA Answer as to VWGoA.

68. In response to paragraph 68, VW AG denies the allegations of paragraph 68 as to itself, and refers to paragraph 68 of the VWGoA Answer as to VWGoA.

69. In response to paragraph 69, VW AG denies the allegations of paragraph 69 as to itself, and refers to paragraph 69 of the VWGoA Answer as to VWGoA.

70. In response to paragraph 70, VW AG denies the allegations of paragraph 70 as to itself, and refers to paragraph 70 of the VWGoA Answer as to VWGoA.

71. In response to paragraph 71, VW AG denies the allegations of paragraph 71 as to itself, and refers to paragraph 71 of the VWGoA Answer as to VWGoA.

72. In response to paragraph 72, VW AG denies the allegations of paragraph 72.

73. In response to paragraph 73, VW AG denies the allegations of paragraph 73 as to itself, and refers to paragraph 73 of the VWGoA Answer as to VWGoA.

74. In response to paragraph 74, VW AG denies the allegations of paragraph 74 as to itself, and refers to paragraph 74 of the VWGoA Answer as to VWGoA.

75. In response to paragraph 75, VW AG denies the allegations of paragraph 75 as to itself, and refers to paragraph 75 of the VWGoA Answer as to VWGoA.

76. In response to paragraph 76, VW AG denies the allegations of paragraph 76, except refers to the alleged “Audi CPO training materials” for a complete and accurate statement of their contents.

77. In response to paragraph 77, VW AG denies the allegations of paragraph 77 as to itself, and refers to paragraph 77 of the VWGoA Answer as to VWGoA.

78. In response to paragraph 78, VW AG refers to the referenced Carfax reports for a complete and accurate statement of their contents and otherwise states that it is without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 78, which relate to the conduct of third parties, and therefore denies.

79. In response to paragraph 79, VW AG refers to the Carfax reports for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 79.

80. In response to paragraph 80, VW AG refers to the website page cited in paragraph 80 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 80.

81. In response to paragraph 81, VW AG refers to each Carfax report for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 81.

82. In response to paragraph 82, VW AG refers to each Carfax report for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 82.

83. In response to paragraph 83, VW AG refers to each Carfax report for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 83.

84. In response to paragraph 84, VW AG denies the allegations of paragraph 84 as to itself, and refers to paragraph 84 of the VWGoA Answer as to VWGoA.

85. In response to paragraph 85, VW AG denies the allegations of paragraph 85.

86. In response to paragraph 86, VW AG denies the allegations of paragraph 86 as to itself, and refers to paragraph 86 of the VWGoA Answer as to VWGoA.

87. In response to paragraph 87, VW AG denies the allegations of paragraph 87.

88. In response to paragraph 88, VW AG denies the allegations of paragraph 88 as to itself, and refers to paragraph 88 of the VWGoA Answer as to VWGoA.

89. In response to paragraph 89, VW AG denies the allegations of paragraph 89.

90. In response to paragraph 90, VW AG denies the allegations of paragraph 90.

91. In response to paragraph 91, VW AG denies the allegations of paragraph 91.

92. In response to paragraph 92, VW AG denies the allegations of paragraph 92.

93. In response to paragraph 93, VW AG admits that Herbert Diess is currently the CEO of VW AG, and otherwise denies the allegations of paragraph 93.

94. In response to paragraph 94, VW AG denies the allegations of paragraph 94.

95. In response to paragraph 95, VW AG denies the allegations of paragraph 95, except admits that VWGoA filed a Part 573 Safety Recall Report with NHTSA, and refers to that Report for a complete and accurate statement of its contents.

96. In response to paragraph 96, VW AG denies the allegations of paragraph 96, except admits that VWGoA filed a Part 573 Safety Recall Report with NHTSA, and refers to that Report for a complete and accurate statement of its contents.

97. In response to paragraph 97, VW AG denies the allegations of paragraph 97, except admits that VWGoA filed a Part 573 Safety Recall Report with NHTSA, and refers to that Report for a complete and accurate statement of its contents.

98. In response to paragraph 98, VW AG denies the allegations of paragraph 98.

99. In response to paragraph 99, VW AG denies the allegations of paragraph 99, except refers to the referenced June 5, 2013 e-mail for a complete and accurate statement of its contents.

100. In response to paragraph 100, VW AG denies the allegations of paragraph 100, except refers to the alleged November 5, 2014 communication for a complete and accurate statement of its contents.

101. In response to the first sentence of paragraph 101, VW AG denies. In response to the second sentence of paragraph 101, VW AG denies the allegations as to itself, and refers to paragraph 101 of the VWGoA Answer as to VWGoA.

101.a. In response to paragraph 101.a., VW AG denies the allegations of paragraph 101.a, except admits that VWGoA filed a Part 573 Safety Recall Report with NHTSA on September 25,

2019, as amended on December 20, 2019, and refers to that Part 573 Safety Recall Report for a complete and accurate statement of its contents.

101.b. In response to paragraph 101.b., VW AG denies the allegations of paragraph 101.b, except admits that VWGoA filed a Part 573 Safety Recall Report with NHTSA on September 25, 2019, as amended on December 20, 2019, and refers to that Part 573 Safety Recall Report for a complete and accurate statement of its contents.

101.c. In response to paragraph 101.c, VW AG denies the allegations of paragraph 101.c, except admits that VWGoA filed a Part 573 Safety Recall Report with NHTSA on September 25, 2019, as amended on December 20, 2019, and refers to that Part 573 Safety Recall Report for a complete and accurate statement of its contents.

102. In response to paragraph 102, VW AG denies the allegations of paragraph 102.

103. In response to paragraph 103, VW AG denies the allegations of paragraph 103.

104. In response to paragraph 104, VW AG states that paragraph 104 purports to characterize Plaintiffs' claims in this action and consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 104.

105. In response to paragraph 105, VW AG states that paragraph 105 purports to characterize Plaintiffs' claims in this action and, as such, does not require a response. To the extent that any response is required, VW AG denies the allegations of paragraph 105.

106. In response to paragraph 106, VW AG states that paragraph 106 purports to characterize Plaintiffs' claims in this action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 106.

107. In response to paragraph 107, VW AG states that paragraph 107 purports to characterize Plaintiffs' claims in this action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 107.

108. In response to paragraph 108, VW AG states that paragraph 108 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 108.

109. In response to paragraph 109, VW AG states that paragraph 109 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 109.

110. In response to paragraph 110, VW AG states that paragraph 110 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 110.

111. In response to paragraph 111, VW AG states that paragraph 111 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 111.

112. In response to paragraph 112, VW AG states that paragraph 112 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG

denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 112.

113. In response to paragraph 113, VW AG states that paragraph 113 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 113.

114. In response to paragraph 114, VW AG states that paragraph 114 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 114.

115. In response to paragraph 115, VW AG states that paragraph 115 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 115.

116. In response to paragraph 116, VW AG states that paragraph 116 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 116.

117. In response to paragraph 117, VW AG states that paragraph 117 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

118. In response to paragraph 118, VW AG states that paragraph 118 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent

that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 118.

119. In response to paragraph 119, VW AG states that paragraph 119 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes and case for a complete and accurate statement of their contents.

120. In response to paragraph 120, VW AG states that paragraph 120 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statute for a complete and accurate statement of its contents.

121. In response to paragraph 121, VW AG states that paragraph 121 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 121.

122. In response to paragraph 122, VW AG states that paragraph 122 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 122.

123. In response to paragraph 123, VW AG states that paragraph 123 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced regulations for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 123.

124. In response to paragraph 124, VW AG states that paragraph 124 contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 124 of the VWGoA Answer, and otherwise denies the allegations of paragraph 124.

125. In response to paragraph 125, VW AG denies the allegations of paragraph 125.

126. In response to the first sentence of paragraph 126, VW AG denies, except admits that VWGoA filed a Part 573 Safety Recall Report with NHTSA on May 16, 2018 and refers to that Report for a complete and accurate statement of its contents. VW AG states that the remaining sentences of paragraph 126 consist of legal conclusions, to which no response is required. To the extent that any response is required, VW AG denies the remaining sentences of paragraph 126.

127. In response to paragraph 127, VW AG denies the allegations of paragraph 127.

128. In response to paragraph 128, VW AG states that paragraph 128 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

129. In response to paragraph 129, VW AG states that paragraph 129 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 129.

130. In response to paragraph 130, VW AG denies the allegations of paragraph 130, except refers to the Carfax reports prepared by Carfax for a complete and accurate statement of their contents.

131. In response to paragraph 131, VW AG refers to each Manufacturer's Certification for a complete and accurate statement of its contents, avers that it believed each vehicle it sold was legal to sell, and otherwise denies the allegations of paragraph 131.

132. In response to paragraph 132, VW AG denies the allegations of paragraph 132.

133. In response to paragraph 133, VW AG denies the allegations of paragraph 133.

134. In response to paragraph 134, VW AG denies the allegations of paragraph 134.

135. In response to paragraph 135, VW AG denies the allegations of paragraph 135.

136. In response to paragraph 136, VW AG states that paragraph 136 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the cited legal authorities for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 136.

137. In response to paragraph 137, VW AG states that paragraph 137 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 137.

138. In response to paragraph 138, VW AG denies the allegations of paragraph 138.

139. In response to paragraph 139, VW AG denies the allegations of paragraph 139.

139.a. In response to paragraph 139.a, VW AG denies the allegations of paragraph 139.a.

139.b. In response to paragraph 139.b, VW AG denies the allegations of paragraph 139.b.

140. In response to paragraph 140, VW AG states that paragraph 140 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

141. In response to paragraph 141, VW AG states that paragraph 141 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 141.

142. In response to paragraph 142, VW AG denies the allegations of paragraph 142 as to itself, and refers to paragraph 142 of the VWGoA Answer as to VWGoA.

143. In response to paragraph 143, VW AG denies the allegations of paragraph 143 as to itself, and refers to paragraph 143 of the VWGoA Answer as to VWGoA.

144. In response to paragraph 144, VW AG denies the allegations of paragraph 144 as to itself, and refers to paragraph 144 of the VWGoA Answer as to VWGoA.

145. In response to paragraph 145, VW AG denies the allegations of paragraph 145.

146. In response to paragraph 146, VW AG denies the allegations of paragraph 146 as to itself, and refers to paragraph 146 of the VWGoA Answer as to VWGoA.

147. In response to paragraph 147, VW AG denies the allegations of paragraph 147 as to itself, and refers to paragraph 147 of the VWGoA Answer as to VWGoA.

148. In response to paragraph 148, VW AG denies the allegations of paragraph 148, except refers to the Carfax Contract for a complete and accurate statement of its contents.

149. In response to paragraph 149, VW AG denies the allegations of paragraph 149, except refers to the Carfax Contract for a complete and accurate statement of its contents.

150. In response to paragraph 150, VW AG denies the allegations of paragraph 150 as to itself, and refers to paragraph 150 of the VWGoA Answer as to VWGoA.

151. In response to paragraph 151, VW AG denies the allegations of paragraph 151.

152. In response to paragraph 152, VW AG states that paragraph 152 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

153. In response to paragraph 153, VW AG states that paragraph 153 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 153.

154. In response to paragraph 154, VW AG denies the allegations of paragraph 154.

155. In response to paragraph 155, VW AG denies the allegations of paragraph 155.

156. In response to paragraph 156, VW AG denies the allegations of paragraph 156.

157. In response to paragraph 157, VW AG denies the allegations of paragraph 157.

158. In response to paragraph 158, VW AG denies the allegations of paragraph 158.

159. In response to paragraph 159, VW AG states that paragraph 159 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

160. In response to paragraph 160, VW AG states that paragraph 160 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 160.

161. In response to paragraph 161, VW AG states that paragraph 161 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Cal. Civ. Code § 1761 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 161.

162. In response to paragraph 162, VW AG states that paragraph 162 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Cal. Civ. Code § 1761 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 162.

163. In response to paragraph 163, VW AG states that paragraph 163 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the California CLRA for a complete and accurate statement of its contents.

164. In response to paragraph 164, VW AG denies the allegations of paragraph 164.

165. In response to paragraph 165, VW AG denies the allegations of paragraph 165.

166. In response to paragraph 166, VW AG states that paragraph 166 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 166.

167. In response to paragraph 167, VW AG denies the allegations of paragraph 167.

168. In response to paragraph 168, VW AG denies the allegations of paragraph 168.

169. In response to paragraph 169, VW AG states that paragraph 169 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 169.

170. In response to paragraph 170, VW AG denies the allegations of paragraph 170.

171. In response to paragraph 171, VW AG denies the allegations of paragraph 171.

172. In response to paragraph 172, VW AG denies the allegations of paragraph 172.

173. In response to paragraph 173, VW AG states that paragraph 173 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the California CLRA for a complete and accurate statement of its contents and the duties imposed on VW AG thereunder, and otherwise denies the allegations of paragraph 173.

174. In response to paragraph 174, VW AG denies the allegations of paragraph 174.

174.a. In response to the first sentence of paragraph 174.a, VW AG states that the first sentence of paragraph 174.a consists of legal conclusions to which no response is required. In response to the remaining allegations of paragraph 174.a, VW AG denies the remaining allegations of paragraph 174.a as to itself, and refers to paragraph 174.a of the VWGoA Answer as to VWGoA.

175. In response to paragraph 175, VW AG denies that Plaintiffs Hartman, Thomson and the putative California Class are entitled to injunctive and any other relief and states that

paragraph 175 otherwise contains characterization of Plaintiffs' claims or legal conclusions as to which no response is required.

176. In response to paragraph 176, VW AG states that paragraph 176 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

177. In response to paragraph 177, VW AG states that paragraph 177 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 177.

178. In response to paragraph 178, VW AG states that paragraph 178 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Cal. Civ. Code § 1791 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 178.

179. In response to paragraph 179, VW AG states that paragraph 179 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Cal. Civ. Code § 1791 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 179.

180. In response to paragraph 180, VW AG states that paragraph 180 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Cal. Civ. Code § 1791.1 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 180.

181. In response to paragraph 181, VW AG denies the allegations of paragraph 181.

182. In response to paragraph 182, VW AG denies the allegations of paragraph 182.

183. In response to paragraph 183, VW AG states that paragraph 183 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

184. In response to paragraph 184, VW AG states that paragraph 184 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 184.

185. In response to paragraph 185, VW AG states that paragraph 185 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Cal. Civ. Code § 1791 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 185.

186. In response to paragraph 186, VW AG states that paragraph 186 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Cal. Civ. Code § 1791 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 186.

187. In response to paragraph 187, VW AG denies the factual allegations, and states that the remainder of paragraph 187 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Manufacturer Certificate of Origin for a complete and accurate statement of its contents, and otherwise denies.

188. In response to paragraph 188, VW AG denies the factual allegations, and states that the remainder of paragraph 188 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced "Manufacturer's Certification" for a complete and accurate statement of its contents, and otherwise denies.

189. In response to paragraph 189, VW AG states that paragraph 189 contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 189 of the VWGoA Answer, and otherwise denies the allegations of paragraph 189.

190. In response to paragraph 190, VW AG states that paragraph 190 contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 190 of the VWGoA Answer, and otherwise denies the allegations of paragraph 190.

191. In response to paragraph 191, VW AG denies the allegations of paragraph 191.

192. In response to paragraph 192, VW AG refers to the Part 573 Safety Recall Report filed with NHTSA on May 16, 2018 and the Part 573 Safety Recall Report filed with NHTSA on September 25, 2019 for a complete and accurate statement of those Part 573 Safety Recall Reports' contents. VW AG otherwise denies the allegations of paragraph 192.

193. In response to paragraph 193, VW AG denies the allegations of paragraph 193.

194. In response to paragraph 194, VW AG states that paragraph 194 purports to characterize Plaintiffs' claims in this action and, as such, does not require a response. To the extent that any response is required, VW AG denies the allegations of paragraph 194.

195. In response to paragraph 195, VW AG denies the allegations of paragraph 195.

196. In response to paragraph 196, VW AG denies the allegations of paragraph 196.

197. In response to paragraph 197, VW AG states that paragraph 197 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

198. In response to paragraph 198, VW AG states that paragraph 198 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 198.

199. In response to paragraph 199, VW AG states that it is without knowledge or information sufficient to form a belief as to the truth of the allegations therein, and therefore denies the factual allegations, and states that the remainder of paragraph 199 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies.

200. In response to paragraph 200, VW AG states that paragraph 200 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Colorado CPA for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 200.

201. In response to paragraph 201, VW AG states that paragraph 201 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Colorado CPA for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 201.

202. In response to paragraph 202, VW AG states that paragraph 202 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Col. Rev. Stat. § 6-1-113 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 202.

203. In response to paragraph 203, VW AG denies the allegations of paragraph 203.

204. In response to paragraph 204, VW AG denies the allegations of paragraph 204.

205. In response to paragraph 205, VW AG denies the allegations of paragraph 205.

206. In response to paragraph 206, VW AG states that paragraph 206 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 206.

207. In response to paragraph 207, VW AG denies the allegations of paragraph 207.

208. In response to paragraph 208, VW AG denies the allegations of paragraph 208.

209. In response to paragraph 209, VW AG states that paragraph 209 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 209.

210. In response to paragraph 210, VW AG denies the allegations of paragraph 210.

211. In response to paragraph 211, VW AG denies the allegations of paragraph 211.

212. In response to paragraph 212, VW AG denies the allegations of paragraph 212.

213. In response to paragraph 213, VW AG states that paragraph 213 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Colorado CPA for a complete and accurate statement of its contents and the duties imposed on VW AG thereunder, and otherwise denies the allegations of paragraph 213.

214. In response to paragraph 214, VW AG denies the allegations of paragraph 214.

215. In response to paragraph 215, VW AG denies the allegations of paragraph 215.

216. In response to paragraph 216, VW AG denies the allegations of paragraph 216.

217. In response to paragraph 217, VW AG states that paragraph 217 contains no factual allegations requiring a response. To the extent that any response is required, VW AG denies the allegations of paragraph 217.

218. In response to paragraph 218, VW AG denies that Plaintiff Jacobson and the putative Colorado Class are entitled to injunctive and any other relief and states that paragraph 218

otherwise contains characterization of Plaintiffs' claims or legal conclusions as to which no response is required.

219. In response to paragraph 219, VW AG states that paragraph 219 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

220. In response to paragraph 220, VW AG states that paragraph 220 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 220.

221. In response to paragraph 221, VW AG states that paragraph 221 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 221.

222. In response to paragraph 222, VW AG states that paragraph 222 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Colo. Rev. Stat. § 4-2-105 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 222.

223. In response to paragraph 223, VW AG states that paragraph 223 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Colo. Rev. Stat. § 4-2-314 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 223.

224. In response to paragraph 224, VW AG denies the allegations of paragraph 224.

225. In response to paragraph 225, VW AG denies the allegations of paragraph 225.

226. In response to paragraph 226, VW AG states that paragraph 226 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

227. In response to paragraph 227, VW AG states that paragraph 227 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 227.

228. In response to paragraph 228, VW AG states that paragraph 228 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 228.

229. In response to paragraph 229, VW AG states that paragraph 229 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Colo. Rev. Stat. § 4-2-105 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 229.

230. In response to paragraph 230, VW AG denies the factual allegations, and states that the remainder of paragraph 230 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Manufacturer Certificate of Origin for a complete and accurate statement of its contents, and otherwise denies.

231. In response to paragraph 231, VW AG denies the factual allegations, and states that the remainder of paragraph 231 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced "Manufacturer's Certification" for a complete and accurate statement of its contents, and otherwise denies.

232. In response to paragraph 232, VW AG states that paragraph 232 contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 232 of the VWGoA Answer, and otherwise denies the allegations of paragraph 232.

233. In response to paragraph 233, VW AG denies the allegations of paragraph 233.

234. In response to paragraph 234, VW AG denies the allegations of paragraph 234.

235. In response to paragraph 235, VW AG refers to the Part 573 Safety Recall Report filed with NHTSA on May 16, 2018 and the Part 573 Safety Recall Report filed with NHTSA on September 25, 2019 for a complete and accurate statement of those Part 573 Safety Recall Reports' contents. VW AG otherwise denies the allegations of paragraph 235.

236. In response to paragraph 236, VW AG denies the allegations of paragraph 236.

237. In response to paragraph 237, VW AG states that paragraph 237 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies the allegations of paragraph 237.

238. In response to paragraph 238, VW AG denies the allegations of paragraph 238.

239. In response to paragraph 239, VW AG denies the allegations of paragraph 239.

240. In response to paragraph 240, VW AG states that paragraph 240 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

241. In response to paragraph 241, VW AG states that paragraph 241 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 241.

242. In response to paragraph 242, VW AG states that paragraph 242 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Fla. Stat. § 501.203 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 242.

243. In response to paragraph 243, VW AG states that paragraph 243 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Fla. Stat. § 501.203 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 243.

244. In response to paragraph 244, VW AG states that paragraph 244 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the FDUTPA for a complete and accurate statement of its contents.

245. In response to paragraph 245, VW AG denies the allegations of paragraph 245.

246. In response to paragraph 246, VW AG denies the allegations of paragraph 246.

247. In response to paragraph 247, VW AG states that paragraph 247 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 247.

248. In response to paragraph 248, VW AG denies the allegations of paragraph 248.

249. In response to paragraph 249, VW AG denies the allegations of paragraph 249.

250. In response to paragraph 250, VW AG states that paragraph 250 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 250.

251. In response to paragraph 251, VW AG denies the allegations of paragraph 251.

252. In response to paragraph 252, VW AG denies the allegations of paragraph 252.

253. In response to paragraph 253, VW AG denies the allegations of paragraph 253.

254. In response to paragraph 254, VW AG states that paragraph 254 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the FDUTPA for a complete and accurate statement of its contents and the duties imposed on VW AG thereunder, and otherwise denies the allegations of paragraph 254.

255. In response to paragraph 255, VW AG denies the allegations of paragraph 255.

256. In response to paragraph 256, VW AG denies that Plaintiffs Holovatyuk, B. Garcia and the putative Florida Class are entitled to injunctive and any other relief and states that paragraph 256 otherwise contains characterizations of Plaintiffs' claims or legal conclusions as to which no response is required.

257. In response to paragraph 257, VW AG states that paragraph 257 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

258. In response to paragraph 258, VW AG states that paragraph 258 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 258.

259. In response to paragraph 259, VW AG states that paragraph 259 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 259.

260. In response to paragraph 260, VW AG states that paragraph 260 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG

refers to Fla. Stat. § 672.105 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 260.

261. In response to paragraph 261, VW AG states that paragraph 261 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Fla. Stat. § 672.314 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 261.

262. In response to paragraph 262, VW AG denies the allegations of paragraph 262.

263. In response to paragraph 263, VW AG denies the allegations of paragraph 263.

264. In response to paragraph 264, VW AG states that paragraph 264 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

265. In response to paragraph 265, VW AG states that paragraph 265 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 265.

266. In response to paragraph 266, VW AG states that paragraph 266 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 266.

267. In response to paragraph 267, VW AG states that paragraph 267 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Fla. Stat. § 672.105, and otherwise denies the allegations of paragraph 267.

268. In response to paragraph 268, VW AG denies the factual allegations, and states that the remainder of paragraph 268 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Manufacturer Certificate of Origin for a complete and accurate statement of its contents, and otherwise denies.

269. In response to paragraph 269, VW AG denies the factual allegations, and states that the remainder of paragraph 269 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced “Manufacturer’s Certification” for a complete and accurate statement of its contents, and otherwise denies.

270. In response to paragraph 270, VW AG states that paragraph 270 contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 270 of the VWGoA Answer, and otherwise denies the allegations of paragraph 270.

271. In response to paragraph 271, VW AG denies the allegations of paragraph 271.

272. In response to paragraph 272, VW AG denies the allegations of paragraph 272.

273. In response to paragraph 273, VW AG refers to the Part 573 Safety Recall Report filed with NHTSA on May 16, 2018 and the Part 573 Safety Recall Report filed with NHTSA on September 25, 2019 for a complete and accurate statement of those Part 573 Safety Recall Reports’ contents. VW AG otherwise denies the allegations of paragraph 273.

274. In response to paragraph 274, VW AG denies the allegations of paragraph 274.

275. In response to paragraph 275, VW AG states that paragraph 275 purports to characterize Plaintiffs’ claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies the allegations of paragraph 275.

276. In response to paragraph 276, VW AG denies the allegations of paragraph 276.

277. In response to paragraph 277, VW AG denies the allegations of paragraph 277.

278. In response to paragraph 278, VW AG states that paragraph 278 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

279. In response to paragraph 279, VW AG states that paragraph 279 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 279.

280. In response to paragraph 280, VW AG states that paragraph 280 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to 815 Ill. Comp. Stat. § 505/1 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 280.

281. In response to paragraph 281, VW AG states that paragraph 281 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to 815 Ill. Comp. Stat. § 505/1 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 281.

282. In response to paragraph 282, VW AG states that paragraph 282 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Illinois CFA for a complete and accurate statement of its contents.

283. In response to paragraph 283, VW AG denies the allegations of paragraph 283.

284. In response to paragraph 284, VW AG denies the allegations of paragraph 284.

285. In response to paragraph 285, VW AG states that paragraph 285 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 285.

286. In response to paragraph 286, VW AG denies the allegations of paragraph 286.

287. In response to paragraph 287, VW AG denies the allegations of paragraph 287.

288. In response to paragraph 288, VW AG states that paragraph 288 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 288.

289. In response to paragraph 289, VW AG denies the allegations of paragraph 289.

290. In response to paragraph 290, VW AG denies the allegations of paragraph 290.

291. In response to paragraph 291, VW AG denies the allegations of paragraph 291.

292. In response to paragraph 292, VW AG states that paragraph 292 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Illinois CFA for a complete and accurate statement of its contents and the duties imposed on VW AG thereunder, and otherwise denies the allegations of paragraph 292.

293. In response to paragraph 293, VW AG denies the allegations of paragraph 293.

294. In response to paragraph 294, VW AG denies that Plaintiff Calise and the putative Illinois Class are entitled to injunctive and any other relief and states that paragraph 294 otherwise contains characterization of Plaintiffs' claims or legal conclusions as to which no response is required.

295. In response to paragraph 295, VW AG states that paragraph 295 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

296. In response to paragraph 296, VW AG states that paragraph 296 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 296.

297. In response to paragraph 297, VW AG states that paragraph 297 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes for a complete and accurate description of their contents, and otherwise denies the allegations of paragraph 297.

298. In response to paragraph 298, VW AG states that paragraph 298 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to 810 Ill. Comp. Stat. § 5/2-105 for a complete and accurate description of its contents, and otherwise denies the allegations of paragraph 298.

299. In response to paragraph 299, VW AG denies the factual allegations, and states that the remainder of paragraph 299 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Manufacturer Certificate of Origin for a complete and accurate statement of its contents, and otherwise denies.

300. In response to paragraph 300, VW AG denies the factual allegations, and states that the remainder of paragraph 300 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced "Manufacturer's Certification" for a complete and accurate statement of its contents, and otherwise denies.

301. In response to paragraph 301, VW AG states that paragraph 301 contains no allegations concerning VW AG requiring a response. To the extent that any response is required,

VW AG refers to paragraph 301 of the VWGoA Answer, and otherwise denies the allegations of paragraph 301.

302. In response to paragraph 302, VW AG denies the allegations of paragraph 302.

303. In response to paragraph 303, VW AG denies the allegations of paragraph 303.

304. In response to paragraph 304, VW AG refers to the Part 573 Safety Recall Report filed with NHTSA on May 16, 2018 and the Part 573 Safety Recall Report filed with NHTSA on September 25, 2019 for a complete and accurate statement of those Part 573 Safety Recall Reports' contents. VW AG otherwise denies the allegations of paragraph 304.

305. In response to paragraph 305, VW AG denies the allegations of paragraph 305.

306. In response to paragraph 306, VW AG states that paragraph 306 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies the allegations of paragraph 306.

307. In response to paragraph 307, VW AG denies the allegations of paragraph 307.

308. In response to paragraph 308, VW AG denies the allegations of paragraph 308.

309. In response to paragraph 309, VW AG states that paragraph 309 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

310. In response to paragraph 310, VW AG states that paragraph 310 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 310.

311. In response to paragraph 311, VW AG states that paragraph 311 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG

refers to N.J. Stat. § 56:8-1 for a complete and accurate description of its contents, and otherwise denies the allegations of paragraph 311.

312. In response to paragraph 312, VW AG states that paragraph 312 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to N.J. Stat. § 56:8-1 for a complete and accurate description of its contents, and otherwise denies the allegations of paragraph 312.

313. In response to paragraph 313, VW AG states that paragraph 313 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the New Jersey CFA for a complete and accurate description of its contents.

314. In response to paragraph 314, VW AG denies the allegations of paragraph 314.

315. In response to paragraph 315, VW AG denies the allegations of paragraph 315.

316. In response to paragraph 316, VW AG states that paragraph 316 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 316.

317. In response to paragraph 317, VW AG denies the allegations of paragraph 317.

318. In response to paragraph 318, VW AG denies the allegations of paragraph 318.

319. In response to paragraph 319, VW AG states that paragraph 319 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 319.

320. In response to paragraph 320, VW AG denies the allegations of paragraph 320.

321. In response to paragraph 321, VW AG denies the allegations of paragraph 321.

322. In response to paragraph 322, VW AG denies the allegations of paragraph 322.

323. In response to paragraph 323, VW AG states that paragraph 323 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the New Jersey CFA for a complete and accurate statement of its contents and the duties imposed on VW AG thereunder, and otherwise denies the allegations of paragraph 323.

324. In response to paragraph 324, VW AG denies the allegations of paragraph 324.

325. In response to paragraph 325, VW AG denies that Plaintiff Glover and the putative New Jersey Class are entitled to injunctive and any other relief and states that paragraph 325 otherwise contains characterizations of Plaintiffs' claims or legal conclusions as to which no response is required.

326. In response to paragraph 326, VW AG states that paragraph 326 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

327. In response to paragraph 327, VW AG states that paragraph 327 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 327.

328. In response to paragraph 328, VW AG states that paragraph 328 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 328.

329. In response to paragraph 329, VW AG states that paragraph 329 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG

refers to N.J.S. 12A:2-105 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 329.

330. In response to paragraph 330, VW AG states that paragraph 330 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to N.J.S. 12A:2-314 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 330.

331. In response to paragraph 331, VW AG denies the allegations of paragraph 331.

332. In response to paragraph 332, VW AG denies the allegations of paragraph 332.

333. In response to paragraph 333, VW AG states that paragraph 333 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation in the preceding paragraphs.

334. In response to paragraph 334, VW AG states that paragraph 334 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 334.

335. In response to paragraph 335, VW AG states that paragraph 335 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes for a complete and accurate statement of their contents, and otherwise denies the allegations of paragraph 335.

336. In response to paragraph 336, VW AG states that paragraph 336 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to N.J.S. 12A:2-105 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 336.

337. In response to paragraph 337, VW AG denies the factual allegations, and states that the remainder of paragraph 337 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Manufacturer Certificate of Origin for a complete and accurate statement of its contents, and otherwise denies.

338. In response to paragraph 338, VW AG denies the factual allegations, and states that the remainder of paragraph 338 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced “Manufacturer’s Certification” for a complete and accurate statement of its contents, and otherwise denies.

339. In response to paragraph 339, VW AG states that paragraph 339 contains no allegations concerning VW AG requiring a response. To the extent that any response is required, VW AG refers to paragraph 339 of the VWGoA Answer, and otherwise denies the allegations of paragraph 339.

340. In response to paragraph 340, VW AG denies the allegations of paragraph 340.

341. In response to paragraph 341, VW AG denies the allegations of paragraph 341.

342. In response to paragraph 342, VW AG refers to the Part 573 Safety Recall Report filed with NHTSA on May 16, 2018 and the Part 573 Safety Recall Report filed with NHTSA on September 25, 2019 for a complete and accurate statement of those Part 573 Safety Recall Reports’ contents. VW AG otherwise denies the allegations of paragraph 342.

343. In response to paragraph 343, VW AG denies the allegations of paragraph 343.

344. In response to paragraph 344, VW AG states that paragraph 344 purports to characterize Plaintiffs’ claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies the allegations of paragraph 344.

345. In response to paragraph 345, VW AG denies the allegations of paragraph 345.

346. In response to paragraph 346, VW AG denies the allegations of paragraph 346.

347. In response to paragraph 347, VW AG states that paragraph 347 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

348. In response to paragraph 348, VW AG states that paragraph 348 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 348.

349. In response to paragraph 349, VW AG states that paragraph 349 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Wash. Rev. Code § 19.86.010 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 349.

350. In response to paragraph 350, VW AG states that paragraph 350 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Wash. Rev. Code § 19.86.010 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 350.

351. In response to paragraph 351, VW AG states that paragraph 351 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Washington CPA for a complete and accurate statement of its contents.

352. In response to paragraph 352, VW AG denies the allegations of paragraph 352.

353. In response to paragraph 353, VW AG denies the allegations of paragraph 353.

354. In response to paragraph 354, VW AG states that paragraph 354 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 354.

355. In response to paragraph 355, VW AG denies the allegations of paragraph 355.

356. In response to paragraph 356, VW AG denies the allegations of paragraph 356.

357. In response to paragraph 357, VW AG states that paragraph 357 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG denies the allegations of paragraph 357.

358. In response to paragraph 358, VW AG denies the allegations of paragraph 358.

359. In response to paragraph 359, VW AG denies the allegations of paragraph 359.

360. In response to paragraph 360, VW AG denies the allegations of paragraph 360.

361. In response to paragraph 361, VW AG states that paragraph 361 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Washington CPA for a complete and accurate statement of its contents and the duties imposed on VW AG thereunder, and otherwise denies the allegations of paragraph 361.

362. In response to paragraph 362, VW AG denies the allegations of paragraph 362.

363. In response to paragraph 363, VW AG denies that Plaintiff R. Garcia and the putative Washington Class are entitled to injunctive and any other relief and states that paragraph 363 otherwise contains characterizations of Plaintiffs' claims or legal conclusions as to which no response is required.

364. In response to paragraph 364, VW AG states that paragraph 364 contains no factual allegations requiring a response. To the extent that any response is required, VW AG incorporates by reference its responses to each allegation of the preceding paragraphs.

365. In response to paragraph 365, VW AG states that paragraph 365 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies that this action may be maintained as a class action, and otherwise denies the allegations of paragraph 365.

366. In response to paragraph 366, VW AG states that paragraph 366 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced statutes for a complete and correct statement of their contents, and otherwise denies the allegations of paragraph 366.

367. In response to paragraph 367, VW AG states that paragraph 367 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to Wash. Rev. Code § 62A.2-105 for a complete and accurate statement of its contents, and otherwise denies the allegations of paragraph 367.

368. In response to paragraph 368, VW AG denies the factual allegations, and states that the remainder of paragraph 368 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the Manufacturer Certificate of Origin for a complete and accurate statement of its contents, and otherwise denies.

369. In response to paragraph 369, VW AG denies the factual allegations, and states that the remainder of paragraph 369 consists of legal conclusions to which no response is required. To the extent that any response is required, VW AG refers to the referenced "Manufacturer's Certification" for a complete and accurate statement of its contents, and otherwise denies.

370. In response to paragraph 370, VW AG states that paragraph 370 contains no allegations concerning VW AG requiring a response. To the extent that any response is required,

VW AG refers to paragraph 370 of the VWGoA Answer, and otherwise denies the allegations of paragraph 370.

371. In response to paragraph 371, VW AG denies the allegations of paragraph 371.

372. In response to paragraph 372, VW AG denies the allegations of paragraph 372.

373. In response to paragraph 373, VW AG refers to the Part 573 Safety Recall Report filed with NHTSA on May 16, 2018 and the Part 573 Safety Recall Report filed with NHTSA on September 25, 2019 for a complete and accurate statement of those Part 573 Safety Recall Reports' contents. VW AG otherwise denies the allegations of paragraph 373.

374. In response to paragraph 374, VW AG denies the allegations of paragraph 374.

375. In response to paragraph 375, VW AG states that paragraph 375 purports to characterize Plaintiffs' claims in the action and, as such, does not require a response. To the extent that any response is required, VW AG denies the allegations of paragraph 375.

376. In response to paragraph 376, VW AG denies the allegations of paragraph 376.

377. In response to paragraph 377, VW AG denies the allegations of paragraph 377.

### **AFFIRMATIVE DEFENSES**

VW AG states the following affirmative defenses without assuming the burden of proof on such defenses that would otherwise rest with Plaintiffs.

#### **FIRST AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs lack standing.

#### **SECOND AFFIRMATIVE DEFENSE**

The Court lacks personal jurisdiction over VW AG.

#### **THIRD AFFIRMATIVE DEFENSE**

The Complaint fails to state a claim upon which relief may be granted.

**FOURTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the doctrine of estoppel.

**FIFTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the applicable statute of limitations and/or doctrine of laches.

**SIXTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the doctrines of waiver, acquiescence or ratification.

**SEVENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the doctrines of payment, release or accord and satisfaction.

**EIGHTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because any damages they allegedly sustained were caused by the acts and/or omissions of persons other than VW AG and over whom VW AG had no control.

**NINTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because VW AG did not make false or misleading statements to them.

**TENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs have not suffered any cognizable loss or damages under applicable law.

**ELEVENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because any alleged misrepresentation or breach of contract or warranty by VW AG was not the proximate cause of any alleged damages or losses.

**TWELFTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, insofar as Plaintiffs would be unjustly enriched if they were permitted to obtain recovery in this action.

**THIRTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the doctrines of express and/or implied preemption.

**FOURTEENTH AFFIRMATIVE DEFENSE**

VW AG hereby gives notice that it intends to rely upon such other and further defenses as may become available or apparent during pretrial proceedings in this action and hereby reserves the right to amend this Answer to assert all such defenses.

**PRAYER FOR RELIEF**

WHEREFORE, VW AG requests dismissal of the Complaint on the merits, in its entirety and with prejudice, awarding the Defendants costs and disbursements incurred in this action, and awarding such additional relief as the Court may deem just and appropriate.

Dated: April 24, 2020

MCGUIREWOODS LLP

/s/ Frank Talbott V

Terrence M. Bagley (VSB No. 22081)  
Kenneth W. Abrams (VSB No. 78216)  
Frank Talbott V (VSB No. 86396)  
Gateway Plaza  
800 East Canal Street  
Richmond, VA 23219  
Tel: 804-775-4773  
Fax: 804-698-2323  
tbagley@mcguirewoods.com  
kabrams@mcguirewoods.com  
ftalbott@mcguirewoods.com

Respectfully submitted,

SULLIVAN & CROMWELL LLP

Robert J. Giuffra Jr. (*pro hac vice*)  
Suhana S. Han (*pro hac vice*)  
Adam R. Brebner (*pro hac vice*)  
125 Broad Street  
New York, NY 10004  
Tel: 212-558-4000  
Fax: 212-558-3558  
giuffrar@sullcrom.com  
hans@sullcrom.com  
brebnera@sullcrom.com

Judson O. Littleton (*pro hac vice*)  
1700 New York Avenue, NW  
Washington, DC 20006  
Tel: 202-956-7500  
Fax: 202-293-6330  
littletonj@sullcrom.com

*Counsel for Volkswagen Aktiengesellschaft*

**CERTIFICATE OF SERVICE**

I hereby certify that on April 24, 2020, I electronically filed the foregoing with the Clerk of Court using the Court's CM/ECF filing system which will send notification of electronic filing (NEF) to all counsel of record.

/s/ Frank Talbott V

Frank Talbott V (VSB No. 86396)

McGuireWoods LLP

Gateway Plaza

800 East Canal Street

Richmond, VA 23219

Tel: (804) 775-4773

Fax: (804) 698-2313

ftalbott@mcguirewoods.com

*Counsel for Volkswagen Aktiengesellschaft*